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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	Bankruptcy Case No. 16-24818
CS MINING, LLC,	Chapter 11
Debtor.	Honorable William T. Thurman

**DECLARATION OF DAVID J. RICHARDS IN SUPPORT OF MOTION FOR
TEMPORARY ALLOWANCE OF CLAIM NOS. 20011 (CLARITY MANAGEMENT,
LP) AND 20015 (EMPIRE ADVISORS, LLC) FOR VOTING PURPOSES**

The undersigned, David J. Richards, hereby declares as follows.

1. I served as a member of the board of management (the “Board”) for CS Mining, LLC (the “Debtor”) from November 2011 through September 2017, when I resigned. As such I am familiar with financial documents circulated by the Debtor’s management and reviewed by members of the Board. I am also President and Management Member of Empire Advisors, LLC (“Empire Advisors”).

2. I file this declaration in support of the Motion for Temporary Allowance of Claim Nos. 20011 (Clarity Management), LP) and 20015 (Empire Advisors, LLC) for Voting Purposes. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

3. I signed and had filed claim no. 20015 on behalf of Empire Advisors on February 16, 2017, in the amount of \$683,333.33 (the “Empire Advisors Claim”). A true and correct copy of attachment supporting the amount of the Empire Advisors Claim is attached hereto as Exhibit A.

4. I have reviewed documents attached as exhibits to the motion of Clarity Management and Empire Advisors for temporary allowance of their claims for voting purposes. The directors fees or “management fees” budgeted and accounted for in those exhibits include the amounts claimed by Empire Advisors.

5. Based on the historical trial balances of the Debtor and various discussions I have had with Management of the Debtor, the Debtor continued to record this expense and account for Board fees, including ones owed to Empire Advisors up through at least June 2, 2016, the date when the involuntary petition was filed in the Debtor’s chapter 11 case.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that the foregoing statements are true and correct

Executed this 20th day of March, 2018.

/s/ David J. Richards
David J. Richards

CERTIFICATE OF SERVICE- BY NOTICE OF ELECTRONIC FILING (CM/ECF)

I hereby certify that on March 22, 2018, I electronically filed the foregoing DECLARATION OF DAVID J. RICHARDS IN SUPPORT OF MOTION FOR TEMPORARY ALLOWANCE OF CLAIM NOS. 20011 (CLARITY MANAGEMENT, LP) AND 20015 (EMPIRE ADVISORS, LLC) FOR VOTING PURPOSES with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case, as identified below, are registered CM/ECF users.

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/s/ Kristin Hughes

EXHIBIT A

Accrued Management Fees

			Empire
2013	Q1	Jan	16,666.67
		Feb	16,666.67
		Mar	16,666.67
	Q2	Apr	16,666.67
		May	16,666.67
		Jun	16,666.67
	Q3	Jul	16,666.67
		Aug	16,666.67
		Sep	16,666.67
	Q4	Oct	16,666.67
		Nov	16,666.67
		Dec	16,666.67
2014	Q1	Jan	16,666.67
		Feb	16,666.67
		Mar	16,666.67
	Q2	Apr	16,666.67
		May	16,666.67
		Jun	16,666.67
	Q3	Jul	16,666.67
		Aug	16,666.67
		Sep	16,666.67
	Q4	Oct	16,666.67
		Nov	16,666.67
		Dec	16,666.67
2015	Q1	Jan	16,666.67
		Feb	16,666.67
		Mar	16,666.67
	Q2	Apr	16,666.67
		May	16,666.67
		Jun	16,666.67
	Q3	Jul	16,666.67
		Aug	16,666.67
		Sep	16,666.67
	Q4	Oct	16,666.67
		Nov	16,666.67
		Dec	16,666.67
2016	Q1	Jan	16,666.67
		Feb	16,666.67
		Mar	16,666.67
	Q2	Apr	16,666.67
		May	16,666.67
			683,333.33